

Form C

Cover Page

Name of issuer:

Vampr Inc.

Legal status of issuer:

Form: **Corporation**

Jurisdiction of Incorporation/Organization: **DE**

Date of organization: **12/8/2016**

Physical address of issuer:

3110 Main St
Santa Monica CA 90405

Website of issuer:

<http://www.vampr.me>

Name of intermediary through which the offering will be conducted:

Wefunder Portal LLC

CIK number of intermediary:

0001670254

SEC file number of intermediary:

007-00033

CRD number, if applicable, of intermediary:

283503

Amount of compensation to be paid to the intermediary, whether as a dollar amount or a percentage of the offering amount, or a good faith estimate if the exact amount is not available at the time of the filing, for conducting the offering, including the amount of referral and any other fees associated with the offering:

6.0% of the offering amount upon a successful fundraise, and be entitled to reimbursement for out-of-pocket third party expenses it pays or incurs on behalf of the Issuer in connection with the offering.

Any other direct or indirect interest in the issuer held by the intermediary, or any arrangement for the intermediary to acquire such an interest:

No

Type of security offered:

- ☐ Common Stock
☐ Preferred Stock
☐ Debt
☒ Other

If Other, describe the security offered:

Simple Agreement for Future Equity (SAFE)

Target number of securities to be offered:

100,000

Price:

\$1.00000

Method for determining price:

Pro-rated portion of the total principal value of \$100,000; interests will be sold in increments of \$1; each investment is convertible to one share of stock as described under Item 13.

Target offering amount:

\$300,000.00

Oversubscriptions accepted:

- ☒ Yes
☐ No

If yes, disclose how oversubscriptions will be allocated:

- ☐ Pro-rata basis
☐ First-come, first-served basis
☒ Other

If other, describe how oversubscriptions will be allocated:

As determined by the issuer

Maximum offering amount (if different from target offering amount):

\$1,070,000.00

Deadline to reach the target offering amount:

1/16/2020

NOTE: If the sum of the investment commitments does not equal or exceed the target offering amount at the offering deadline, no securities will be sold in the offering, investment commitments will be cancelled and committed funds will be returned.

Current number of employees:

1

	Most recent fiscal year-end:	Prior fiscal year-end:
Total Assets:	\$293,860.00	\$342,985.00
Cash & Cash Equivalents:	\$28,282.00	\$76,360.00
Accounts Receivable:	\$67,292.00	\$0.00
Short-term Debt:	\$66,548.00	\$15,134.00
Long-term Debt:	\$0.00	\$437,074.00
Revenues/Sales:	\$129,315.00	\$31,129.00
Cost of Goods Sold:	\$69,403.00	\$31,653.00
Taxes Paid:	\$922.00	\$0.00
Net Income:	(\$268,427.00)	(\$253,682.00)

Select the jurisdictions in which the issuer intends to offer the securities:

AL, AK, AZ, AR, CA, CO, CT, DE, DC, FL, GA, HI, ID, IL, IN, IA, KS, KY, LA, ME, MD, MA, MI, MN, MS, MO, MT, NE, NV, NH, NJ, NM, NY, NC, ND, OH, OK, OR, PA, RI, SC, SD, TN, TX, UT, VT, VA, WA, WV, WI, WY, BS, GU, PR, VI, IV

Offering Statement

Respond to each question in each paragraph of this part. Set forth each question and any notes, but not any instructions thereto, in their entirety. If disclosure in response to any question is responsive to one or more other questions, it is not necessary to repeat the disclosure. If a question or series of questions is inapplicable or the response is available elsewhere in the Form, either state that it is inapplicable, include a cross-reference to the responsive disclosure, or omit the question or series of questions.

Be very careful and precise in answering all questions. Give full and complete answers so that they are not misleading under the circumstances involved. Do not discuss any future performance or other anticipated event unless you have a reasonable basis to believe that it will actually occur within the foreseeable future. If any answer requiring significant information is materially inaccurate, incomplete or misleading, the Company, its management and principal shareholders may be liable to investors based on that information.

THE COMPANY

1. Name of issuer:

Vampr Inc.

COMPANY ELIGIBILITY

2. ☒ Check this box to certify that all of the following statements are true for the issuer.

- Organized under, and subject to, the laws of a State or territory of the United States or the District of Columbia.
- Not subject to the requirement to file reports pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934.
- Not an investment company registered or required to be registered under the Investment Company Act of 1940.
- Not ineligible to rely on this exemption under Section 4(a)(6) of the Securities Act as a result of a disqualification specified in Rule 503(a) of Regulation Crowdfunding.
- Has filed with the Commission and provided to investors, to the extent required, the ongoing annual reports required by Regulation Crowdfunding during the two years immediately preceding the filing of this offering statement (or for such shorter period that the issuer was required to file such reports).
- Not a development stage company that (a) has no specific business plan or (b) has indicated that its business plan is to engage in a merger or acquisition with an unidentified company or companies.

3. Has the issuer or any of its predecessors previously failed to comply with the ongoing reporting requirements of Rule 202 of Regulation Crowdfunding?

☐ Yes ☒ No

DIRECTORS OF THE COMPANY

4. Provide the following information about each director (and any persons occupying a similar status or performing a similar function) of the issuer.

Director	Principal Occupation	Main Employer	Year Joined as Director
Joshua Simons	CEO	Vampr Inc.	2016
Barry Palmer	Director	Weyo	2016
Russell Colman	Director	Vampr	2019

For three years of business experience, refer to [Appendix D: Director & Officer Work History](#).

OFFICERS OF THE COMPANY

5. Provide the following information about each officer (and any persons occupying a similar status or performing a similar function) of the issuer.

Officer	Positions Held	Year Joined
Joshua Simons	President	2016
Joshua Simons	CEO	2016
Joshua Simons	Secretary	2016
Barry Palmer	COO	2016
Russell Colman	Treasurer	2019

For three years of business experience, refer to [Appendix D: Director & Officer Work History](#).

PRINCIPAL SECURITY HOLDERS

6. Provide the name and ownership level of each person, as of the most recent practicable date, who is the beneficial owner of 20 percent or more of the issuer's outstanding voting equity securities, calculated on the basis of voting power.

Name of Holder	No. and Class of Securities Now Held	% of Voting Power Prior to Offering
Bandlink Pty Ltd	425173.0 Common Stock	100.0

BUSINESS AND ANTICIPATED BUSINESS PLAN

7. Describe in detail the business of the issuer and the anticipated business plan of the issuer.

For a description of our business and our business plan, please refer to the attached [Appendix A, Business Description & Plan](#)

RISK FACTORS

A crowdfunding investment involves risk. You should not invest any funds in this offering unless you can afford to lose your entire investment.

In making an investment decision, investors must rely on their own examination of the issuer and the terms of the offering, including the merits and risks involved. These securities have not been recommended or approved by any federal or state securities commission or regulatory authority. Furthermore, these authorities have not passed upon the accuracy or adequacy of this document.

The U.S. Securities and Exchange Commission does not pass upon the merits of any securities offered or the terms of the offering, nor does it pass upon the accuracy or completeness of any offering document or literature.

These securities are offered under an exemption from registration; however, the U.S. Securities and Exchange Commission has not made an independent determination that these securities are exempt from registration.

8. Discuss the material factors that make an investment in the issuer speculative or risky:

The SEC requires that we identify risks that are specific to our business and financial condition. We are still subject to all the same risks that all companies in our business, and all companies in the economy, are exposed to. These include risks relating to economic downturns, political and economic events and technological developments (such as hacking and the ability to prevent hacking). You should consider general risks as well as specific risks when deciding whether to invest.

Risks Relating to the Company and Its Business

We have a limited operating history.

We have only been in business since 2015. While in that time we have gone from concept to over 450,000 users, our operating history is limited and there can be no assurance that we will be able to undertake our business plan for the long term, or that we will be able to reach profitability, or that our results so far are indicative of the results that we may be able to achieve in the future.

We depend on the efforts of our small management team.

We were founded by, and are currently still led by, Josh Simons, our CEO. Our success is heavily dependent upon the continued involvement of Josh. The loss of Josh's, or any other key personnel, could have a material adverse effect upon our business, financial condition or results of operations. Additionally, our success depends on our ability to recruit, hire, train and retain other highly qualified technical and managerial personnel. Competition for qualified programmers and technology industry management is intense, and the loss of any of such persons - or an inability to attract, retain, and motivate any additional highly skilled employees required for our activities - could have a materially adverse effect on the company.

We operate in a highly competitive space and competition presents an ongoing threat to the success of our business.

Ever since the collapse of MySpace, there have been many entrants trying to reach the same target audience as us and provide similar services. Additionally, we recognize that the large platforms for creative artists might move into our field, potentially disrupting the space. Those large platforms have access to greater financial, technical, and marketing resources, which we may not be able to contend with.

We may not be able to maintain and enhance our brand.

Maintaining and enhancing our brand is critical to expanding our base of users. Our brand image will depend on our ability to provide users with an environment in which creatives are easily able to seek out and find other professional musicians for collaborative projects and professional advancement. If we fail to successfully maintain and enhance the Vampr brand, or if we incur excessive expenses in this effort, our business and financial results may be adversely affected.

We need to increase brand awareness.

Due to a variety of factors, our opportunity to achieve and maintain a significant market share may be limited. Developing and maintaining awareness of our brand name, among other factors, is critical. Further, the importance of brand recognition will increase as competition in this space expands. Successfully promoting and positioning our brand, and network will depend largely on the effectiveness of our marketing efforts. Therefore, we may need to increase our financial commitment to creating and maintaining brand awareness. If we fail to successfully promote our brand name or if we incur significant expenses promoting and maintaining our brand name, our financial results may be negatively impacted.

Our business depends on our ability to maintain and scale our technical infrastructure.

Our reputation and ability to attract, retain, and serve our users depends on the reliable performance of the Vampr App and its underlying technical infrastructure. Our systems may not be adequately designed with the necessary reliability and redundancy to avoid performance delays or outages that could be harmful to our business. If Vampr is unavailable when users attempt to access it, users may not continue using the app.

We rely on third party developers and third party providers of network infrastructure.

Our developers and network infrastructure are provided by third party contractors. We rely on those third parties to fulfil their obligations under existing agreements. Should those third parties not fulfil their obligations to Vampr we may be required to find other third parties, if any are available. Our financial results could be negatively affected if we are required to change developers and network infrastructure providers.

Computer malware, viruses, hacking, phishing attacks, and spamming could harm our business.

As social-network hosting information that may be used to identify users and their networks, we may be the subject of computer malware, viruses, hacking, phishing attacks, and spamming. Should we be unable to effectively manage these attacks and threats to user information, we may experience harm to our reputation and our ability to retain existing users and attract new users.

Regulation of social-network platforms may be forthcoming.

Currently, there is a significant amount of debate by lawmakers regarding the obligations of social-network platforms and whether they should be subject to regulation. While we do not expect those debates to impact how users interact with each other and use our network, such actions could reduce advertiser interest, potentially impacting our revenues.

Our founder and Chief Executive Officer, through Bandlink Pty Ltd, owns a majority of our outstanding stock.

Bandlink Pty Ltd ("Bandlink") is currently the 100% owner of Vampr Inc. Bandlink is a related party that is controlled by our founder and CEO, Josh Simons. As a result, Mr. Simons will be able to control any vote of our shareholders which may be required for the foreseeable future, which means, following the termination of this Offering, Mr. Simons will be able to remove and replace members of our Board of Directors, and indirectly, through his exertion of control over our Board of Directors, terminate and replace our executive officers. Potential investors in this Offering will not have the ability to control either a vote of our Common Stock, our Board of Directors or otherwise influence or control the decisions of our appointed officers.

We have historically experienced net operating losses and may not be profitable for the foreseeable future.

We have experienced past net operating losses since inception of Vampr, including in the operations undertaken by Vampr Pty Ltd., and we may continue to see such losses as we undertake our business plan. While we anticipate that we will eventually get to consistent profitability, we cannot guarantee that result and we do not have the operational history to support any assumption about future profitability.

The amount of capital we are attempting to raise in this offering under Regulation Crowdfunding may not enough to sustain our business plan, and we intend to raise additional capital in the future.

In order to achieve our long-term goals, we will need to raise funds in addition to the amount raised in this offering under Regulation Crowdfunding. When it comes time to raise additional funds, there is no guarantee that we will be able to raise such funds on acceptable terms or at all. Or, if we do raise funds from equity offerings, those future investors may receive securities that are on more favorable terms than those offered to investors in this offering. If we are not able to raise sufficient capital in the future, we may not be able to execute on our long-term goals.

We will continue to rely on debt financing, which may require pledging all of our assets as collateral.

In addition to equity financing, we are also pursuing debt financing and lines of credit that allow us to manage our cash flow and undertake our business plan. With debt financing, we will likely be required to pledge all of the assets of the company as collateral on any loan. By doing so, we risk the lender seizing assets if we default on those loans.

Our future plans rely upon assumption and analyses prepared by our management.

Our management has prepared assumptions and analyses that are driving our business plan. If these assumptions prove to be incorrect, or the analyses are applied incorrectly, our financial results may be negatively impacted. Whether actual operating results and business developments will be consistent with our management's assumptions and analyses depend on a number of factors, many of which are outside our control, including, but not limited to:

- Whether we can obtain sufficient capital to sustain and grow its business
- Our ability to manage the company's growth
- Whether we can manage relationships with key vendors Demand for our products
- The timing and costs of new and existing marketing and promotional efforts
- Competition
- Our ability to retain existing key management, to integrate recent hires and to attract, retain and motivate qualified personnel
- The overall strength and stability of domestic and international economies
- Consumer spending habits

Risks Relating to This Offering and Investment

Our SAFEs may never convert into equity or result in payments to investors.

Our SAFEs do not have a maturity dates and only convert or result in payment to investors in limited circumstances. If there is a merger, buyout, or other corporate transaction that occurs before a qualified equity financing, investors will receive a cash payment under the terms of the SAFEs. If there is a qualified equity financing raising at least \$5,000,000, the SAFEs will convert into a class of Common Stock for which voting rights have been granted to the CEO by irrevocable proxy. We may never undertake a qualified equity financing or elect to convert the SAFEs as part of a non-qualified future financing. In addition, we may never undergo a liquidity event such as a sale of the Company or an IPO. If neither the conversion of the SAFEs nor a liquidity event occurs, investors could be left holding the SAFEs in perpetuity

We have not assessed the tax implications of using the SAFEs.

The SAFE is a type of debt security that does not include a set maturity date. As such, there has been inconsistent treatment under state and federal tax law as to whether the SAFE can be considered a debt of the company, or the issuance of equity. Investors should consult their tax advisers.

The SAFEs require disputes be resolved through mandatory arbitration in Los Angeles, CA.

Should any investor raise a dispute or claim regarding the SAFE, the terms of the SAFE require that the dispute be resolved by mandatory arbitration in Los Angeles, CA. This provision ensures that disputes are held in a forum capable of understanding the operation of the SAFE and at a location that reduced time and expense to the company. However, this may preclude investors from bringing disputes in forums that are more favorable, or easier to access.

We intend to undertake additional equity or debt financing in the future that may dilute your investment in this offering.

We intend to undertake further equity or debt financing, which may be dilutive to existing shareholders, and investors in this offering, or result in an issuance of securities whose rights, preferences and privileges are senior to those of other shareholders. Such future equity offerings would also result in a dilution of your interest in the company.

We intend to undertake a future offering under Regulation A, and more information may be available to investors in that offering.

We currently intend to make an offering under Regulation A under the Securities Act, although there can be no assurance that we will make such an offering, or when we will make it, or whether that offering will be qualified by the SEC. The rules regulating Regulation A require that we provide more information than is generally provided pursuant to offerings under Regulation CF. If we do make an offering under Regulation A, additional and different information may be provided to investors pursuant to those regulations and as a result of the review of the filing that the SEC staff will undertake.

Moreover, the Regulation A offering will include audited financial information, which will be different than the information presented in this offering document, and cover more recent periods.

We cannot guarantee that you would not make a different investment decision if you were presented with the information that will be available in the Regulation A offering statement.

Investors should note that undertaking an offering under Regulation A does not automatically result in the conversion of the SAFEs in this offering into the Common Stock of the company.

You will not have significant influence on the management of the company.

The day to day management, as well as big picture decisions, will be made exclusively by our executive officers and directors. You will have a very limited ability, if at all, to vote on issues of company management and will not have the right or power to take part in the management of the company and will not be represented on the board of directors of the company. Accordingly, no person should purchase our stock unless he or she is willing to entrust all aspects of management to our executive officers and directors.

An investment in our securities is speculative and there can be no assurance of any return on investment.

Investors will be subject to substantial risks involved in an investment in the company, including the risk of losing their entire investment. An investment in our securities is speculative and may not result in a positive return. Investors should only invest an amount that they are willing to lose entirely.

Our management has broad discretion with regards to the use of proceeds in this offering.

Our management is entrusted to make decisions in the best interest of the company. That includes using their discretion when applying the proceeds of this offering to our operations. While we state what our intended uses might be, changed circumstances and the emergence of opportunities may result in uses of proceeds that differ from what is disclosed here.

Our offering has not been registered under federal or state securities laws, meaning we will not be required to comply with rules and regulations governing public companies.

We have relied on exemptions from securities registration requirements under applicable state and federal securities laws. Investors in our company, therefore, will not receive any of the benefits that such registration would otherwise provide. Prospective investors must therefore assess the adequacy of disclosure and the fairness of the terms of this offering on their own or in conjunction with their personal advisors.

We are not subject to Sarbanes-Oxley regulations and lack the financial controls and safeguards required of large public companies.

We do not have the internal infrastructure necessary, and are not required, to complete an attestation about our financial controls that would be required under Section 404 of the Sarbanes-Oxley Act of 2002. There can be no assurances that there are no significant deficiencies or material weaknesses in the quality of our financial controls. We expect that if and when it becomes necessary to perform the system and process evaluation, testing and remediation required in order to comply with the management certification and auditor attestation requirements, we will incur additional expenses and diversion of management's time.

Our financial statements were prepared on a going concern basis.

We have sustained net losses of for the years ended December 31, 2018 and 2017, respectively, and are not yet generating significant revenue by design. The focus has been on building a user base ahead of revenue generation. Our ability to continue as a going concern for the next twelve months is dependent upon our ability to raise capital to implement the next planned development stage of the Vampr application software. We anticipate that this will generate revenue from the user base and sufficient cash flows from operations to meet our obligations. No assurance can be given that we will be successful in these capital raising efforts. These factors, among others, raise substantial doubt about our ability to continue as a going concern for a reasonable period of time.

The Offering

USE OF FUNDS

9. What is the purpose of this offering?

The Company intends to use the net proceeds of this offering for working capital and general corporate purposes, which includes the specific items listed in Item 10 below. While the Company expects to use the net proceeds from the Offering in the manner described above, it cannot specify with certainty the particular uses of the net proceeds that it will receive from from this Offering. Accordingly, the Company will have broad discretion in using these proceeds.

10. How does the issuer intend to use the proceeds of this offering?

If we raise: **\$300,000**

Use of
Proceeds: App Development - \$93,300;

Sales and Working Space - \$33,800;

Marketing - \$60,600;

IT Operational - \$16,000;

Administrative Services - \$4,000;

Management (Wages and Bandlink Services) - \$54,300;

Offering Expenses - \$20,000;

Platform Fees - \$18,000

If we raise: **\$500,000**

Use of
Proceeds: App Development - \$166,000;

Sales and Working Space - \$57,000;

Marketing - \$101,000;

IT Operational - \$26,000;

Administrative Services - \$6,000;

Management (Wages and Bandlink Services) - \$94,0000;

Offering Expenses - \$20,000;

Platform Fees - \$30,000

If we raise: **\$700,000**

Use of Proceeds:

- App Development - \$235,000;
- Sales and Working Space - \$79,000;
- Marketing - \$139,000;
- IT Operational - \$36,000;
- Administrative Services - \$9,000;
- Management (Wages and Bandlink Services) - \$140,000;
- Offering Expenses - \$20,000;
- Platform Fees - \$42,000

If we raise: **\$1,070,000**

Use of Proceeds:

- App Development - \$365,000;
- Sales and Working Space - \$120,000;
- Marketing - \$206,000;
- IT Operational - \$55,000;
- Administrative Services - \$13,800;
- Management (Wages and Bandlink Services) - \$226,000;
- Offering Expenses - \$20,000;
- Platform Fees - \$64,200

DELIVERY & CANCELLATIONS

11. How will the issuer complete the transaction and deliver securities to the investors?

If we reach our target offering amount prior to the deadline, we may conduct an initial closing of the offering early if we provide notice about the new offering deadline at least five business days prior to the new offering deadline (absent a material change that would require an extension of the offering and reconfirmation of the investment commitment). Wefunder will notify investors if we conduct an initial closing. Thereafter, we may conduct additional closings from time to time at our and Wefunder's discretion until the deadline date.

The following describes the process to invest in the Company, including how the Company will complete an Investor's transaction and deliver securities to the investor.

- Investor Commitment.** The Investor will submit, through Wefunder Portal, a requested investment amount. When doing so, the Investor will also execute an investment contract with the Company ("Investment Agreement"), using the Investor's electronic signature.
- Acceptance of the Investment.** If the Investor Agreement is complete, the Investor's commitment will typically be recorded within a few minutes. The commitment will also be available on the Investor's "My Investments" screen on the wefunder.com website. After the offering closes, the contract will be counter-signed by the Company. The executed investment contract will then be sent to the investor via email, and is also available to download on the "My Investments" screen.
- Investor Transfer of Funds.** Upon receiving confirmation that an investment has been accepted, the Investor will be responsible for transferring funds from a source that is accepted by Wefunder Portal into an escrow account held with a third party bank on behalf of issuers offering securities through Wefunder Portal.
- Progress of the Offering.** The Investor will receive periodic email updates on the progress of the offering, including total amounts raised at any given time, and will be notified by email and through the "My Investments" screen when the target offering amount is met.
- Closing; Original Deadline.** Unless we meet the target offering amount early, Investor funds will be transferred from the escrow account to the Company on the deadline date identified in the Cover Page to this Form C and the Company's Wefunder Portal Profile.
- Early Closings.** If the target offering amount is met prior to the original deadline date, we may close the offering earlier, but no less than 21 days after the date on which information about the Company, including this Form C, is posted on our Wefunder Portal Profile. We will reschedule the offering deadline, and at least five days prior to the new deadline, investors will receive notice of it by email and through the "My Investments" screen. At the time of the new deadline, your funds will be transferred to the Company from the escrow account, provided that the target offering amount is still met after any cancellations.
- Book Entry.** Investments may be in book entry form. This means that the Investor may not receive a certificate representing his or her investment. Each investment will be recorded in our books and records and will be recorded in each Investors' "My Investments" screen. The Investor will also be emailed the Investment Agreement again. The Investment Agreement will also be available on the "My Investments" screen. At the option of the Company, you may receive an electronic certificate.

12. How can an investor cancel an investment commitment?

NOTE: Investors may cancel an investment commitment until 48 hours prior to the deadline identified in these offering materials.

The intermediary will notify investors when the target offering amount has been met. If the issuer reaches the target offering amount prior to the deadline identified in the offering materials, it may close the offering early if it provides notice about the new offering deadline at least five business days prior to such new offering deadline (absent a material change that would require an extension of the offering and reconfirmation of the investment commitment).

If an investor does not cancel an investment commitment before the 48-hour period prior to the offering deadline, the funds will be released to the issuer upon closing of the offering and the investor will receive securities in exchange for his or her investment.

If an investor does not reconfirm his or her investment commitment after a material change is made to the offering, the investor's investment commitment will be cancelled and the committed funds will be returned.

An investor's right to cancel. An investor may cancel his or her investment commitment at any time until 48 hours prior to the offering deadline.

If there is a material change to the terms of the offering or the information provided to the Investor about the offering and/or the Company, the Investor will be provided notice of the change and must re-confirm his or her investment commitment within five business days of receipt of the notice. If the Investor does not reconfirm, he or she will receive notifications disclosing that the commitment was cancelled, the reason for the cancellation, and the refund amount that the investor is required to receive. If a material change occurs within five business days of the maximum number of days the offering is to remain open, the offering will be extended to allow for a period of five business days for the investor to reconfirm.

If the investor cancels his or her investment commitment during the period when cancellation is permissible, or does not reconfirm a commitment in the case of a

material change to the investment, or the offering does not close, all of the Investor's funds will be returned within five business days.

Within five business days of cancellation of an offering by the Company, the Company will give each investor notification of the cancellation, disclose the reason for the cancellation, identify the refund amount the Investor will receive, and refund the Investor's funds.

The Company's right to cancel. The Investment Agreement you will execute with us provides the Company the right to cancel for any reason before the offering deadline.

If the sum of the investment commitments from all investors does not equal or exceed the target offering amount at the time of the offering deadline, no securities will be sold in the offering, investment commitments will be cancelled and committed funds will be returned.

In addition, we may cap at 450 the total number of investors who will be allowed to invest through the offering that are not "accredited investors," as defined in Rule 501(a) of Regulation D under the Securities Act of 1933. In the event that more than 450 non-accredited investors are initially accepted into an offering in step (2) described in Question 11, the Company may cancel investments based on the order in which payments by investors were received, or other criteria at the discretion of the Company, before the offering deadline.

Ownership and Capital Structure

THE OFFERING

13. Describe the terms of the securities being offered.

To view a copy of the SAFE you will purchase, please see [Appendix B, Investor Contracts](#). The main terms of the SAFEs are provided below.

The SAFE Notes

We are offering a specific type of promissory note titled Simple Agreement for Future Equity ("SAFE"). The SAFE provides for the conversion into a class of common stock in the Company ("Class-CF Common Stock"), when and if the Company makes an equity offering raising at least \$5,000,000. The anticipated terms of such Class-CF Common Stock are outlined below. In the event that the Company does not undertake a qualified offering, the SAFE may convert to fully-voting common stock in the Company in the event of a change of control of the Company (such as an acquisition of the Company) or an initial public offering ("IPO") of the Company's securities that is registered with the Securities and Exchange Commission. In the event we do not make a Common Stock offering, register an IPO or get acquired by another company, the SAFE may expire without investors receiving any return at all.

Terms of the SAFE Notes

The terms of the SAFE provide for an automatic conversion into a class of Common Stock in the event we undertake a future equity financing raising at least \$5,000,000. Included in the SAFE are certain defined terms that are important to your understanding of the operation of the SAFE. Some of those terms are explained here. All of the following explanations are qualified in their entirety by the terms set out in the SAFE itself.

"Purchase Amount" – means the amount invested by each investor in this offering.

"Discount Rate" – means the percentage at which the per share price of a future qualified financing will be multiplied by to determine the per share price for holders of SAFEs.

"Valuation Cap" – means the applied value of the capital stock of the Company when determining the per share price for holders of SAFEs in the event of a future qualified financing.

Procedure for Conversion to Common Stock

Investors will receive a number of shares of Class-CF Common Stock calculated using the method that results in the greater number of shares of Class-CF Common Stock:

- (i) the Purchase Amount, divided by the price of capital stock issued to new investors multiplied by the Discount Rate of 20%. For investors up to the first \$250,000 of the SAFEs, the Discount Rate equals 20%; or
- (ii) If the valuation for the company is more than \$7.5 million (the "Valuation Cap"), the amount invested by the Investor divided by the quotient of (a) the Valuation Cap divided by (b) the total number of authorized and issued shares of the Company's capital stock at that time on a fully diluted basis. For investors up to the first \$250,000 of the SAFEs, the Valuation Cap for the purposes of the conversion formula in this paragraph will be \$6.75 million.

Calculation of the Capitalization

For purposes of conversion method (ii) above, the Company's capitalization will be measured on a fully diluted basis. This means that the capitalization will include all shares of the capital stock of the Company outstanding at the time of the conversion, plus the number of shares of the Company's capital stock reserved for issuance under any adopted equity incentive or similar plan of the Company, and any shares of the Company's capital stock issuable upon the exercise or conversion of all outstanding option, warrants, and other convertible securities. This would include any equity incentive plan that is created at the time of, or modified at the time of the offering of Preferred Stock. The calculation of the capitalization of the Company would not include shares issuable upon conversion of existing SAFE.

Cash or Conversion upon Liquidity Event

If the Company registers an IPO or is acquired by, merged with, or otherwise taken over by another company or new owners prior to investors in the SAFEs receiving Common Stock (the "Liquidity Event"), investors will receive, at their option, either:

(i) cash in the amount of the Purchase Amount; or

(ii) shares of common stock equal to the Purchase Amount divided by the quotient of (a) the Valuation Cap divided by (b) the number of outstanding shares of the Company's capital stock immediately prior to the Liquidity Event, including capital stock issuable upon exercise or conversion of all outstanding option, warrants and other convertible securities, but excluding any shares of the Company's capital stock reserved for future grant under any equity incentive plan, issued SAFEs, or convertible promissory notes. This quotient is referred to as the "Liquidity Price". Investors should note this is different than the calculation of the number of outstanding shares for the conversion to Preferred Stock.

If there is not enough cash available to pay other holders of Common Stock and SAFE investors who choose option (i), funds will be distributed first to other holders of Common Stock and then holders of the SAFEs on a pro-rata basis. Any outstanding balances owed to investors will result in investors receiving the number of shares of common stock equal to the remaining Purchase Amount divided by the Liquidity Price. In this scenario, the amounts payable to investors may be reduced under certain circumstances, such that investors may not recoup part or all of their investment from the Company.

Right to Distribution upon Liquidation

If the Company ceases operations, liquidates, dissolves, winds up or has its assets assigned to creditors prior to an issuance of securities involving Common Stock, the Company will pay first the other holders of existing Common Stock, based on the terms of the Company's Certificate of Incorporation, and then holders of the

SAFEs. These payments will occur before any distributions to holders of common stock. If there are not sufficient Company assets to pay holders of the SAFEs the amount of their investments, as determined by the Company's board of directors, payments will be made on a pro-rata basis. In this case, Investors may not recoup part or all of their investment from the Company.

Repurchase of the SAFEs

If the Company determines, in its sole discretion, that it is likely that within six months the securities of the Company will be held of record by a number of persons that would require the Company to register a class of its equity securities under the Securities Exchange Act of 1934, as amended, as required by Section 12(g) thereof, the Company shall have the option to repurchase the SAFE from the Investor for the greater of (i) the Purchase Amount and (ii) the fair market value of this instrument, as determined by an independent appraiser of securities chosen by the Company.

Voting Rights

There are no voting rights associated with the SAFEs. In the event of a conversion to Common Stock, Investors will receive a class of Common Stock for which all voting rights will be granted by irrevocable proxy to the company's CEO.

14. Do the securities offered have voting rights?

- ☐ Yes
☒ No

15. Are there any limitations on any voting or other rights identified above?

- ☒ Yes: No Voting Rights
☐ No

16. How may the terms of the securities being offered be modified?

Any provision of the SAFE may be amended, waived or modified only upon the written consent of the company and the investor.

RESTRICTIONS ON TRANSFER OF THE SECURITIES BEING OFFERED:

The securities being offered may not be transferred by any purchaser of such securities during the one year period beginning when the securities were issued, unless such securities are transferred:

- 1. to the issuer;
- 2. to an accredited investor;
- 3. as part of an offering registered with the U.S. Securities and Exchange Commission; or
- 4. to a member of the family of the purchaser or the equivalent, to a trust controlled by the purchaser, to a trust created for the benefit of a member of the family of the purchaser or the equivalent, or in connection with the death or divorce of the purchaser or other similar circumstance.

NOTE: The term "accredited investor" means any person who comes within any of the categories set forth in Rule 501(a) of Regulation D, or who the seller reasonably believes comes within any of such categories, at the time of the sale of the securities to that person.

The term "member of the family of the purchaser or the equivalent" includes a child, stepchild, grandchild, parent, stepparent, grandparent, spouse or spousal equivalent, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law of the purchaser, and includes adoptive relationships. The term "spousal equivalent" means a cohabitant occupying a relationship generally equivalent to that of a spouse.

DESCRIPTION OF ISSUER'S SECURITIES

17. What other securities or classes of securities of the issuer are outstanding? Describe the material terms of any other outstanding securities or classes of securities of the issuer.

Class of Security	Securities (or Amount) Authorized	Securities (or Amount) Outstanding	Voting Rights
Common Stock	1,000,000	425,173	Yes

Class of Security	Securities Reserved for Issuance upon Exercise or Conversion
Warrants:	
Options:	

Describe any other rights:

Common Stock

Voting Rights

Holders of Common Stock are entitled to one vote for each share of Common Stock held at all meetings of the Stockholders and written actions in lieu of meetings, including the election of directors.

Right to Receive Liquidation Distributions

In any event of any voluntary or involuntary liquidation, dissolution or winding up of the company, after payment to all creditors of the company, the remaining assets of the company available for distribution to its stockholders will be distributed among the holders of Non-Voting Common Stock and Common Stock on a pro rata basis by the number of shares held by each holder.

Rights and Preferences

Holders of the company's Common Stock have no preemptive, conversion, or other rights, and there are no redemptive or sinking fund provisions applicable to the company's Common Stock.

18. How may the rights of the securities being offered be materially limited, diluted or qualified by the rights of any other class of security identified above?

Because the Investor holds no voting rights, the holders of a majority-in-interest of voting rights in the Company could limit the Investor's rights in a material way. For example, those interest holders could vote to change the terms of the agreements governing the Company's operations or cause the Company to engage in additional offerings (including potentially a public offering).

These changes could result in further limitations on the voting rights the Investor will have as an owner of equity in the Company, for example by diluting those rights or limiting them to certain types of events or consents.

To the extent applicable, in cases where the rights of holders of convertible debt, SAFES, or other outstanding options or warrants are exercised, or if new awards are granted under our equity compensation plans, an Investor's interests in the Company may be diluted. This means that the pro-rata portion of the Company represented by the Investor's securities will decrease, which could also diminish the Investor's voting and/or economic rights. In addition, as discussed above, if a majority-in-interest of holders of securities with voting rights cause the Company to issue additional equity, an Investor's interest will typically also be diluted.

Based on the risk that an Investor's rights could be limited, diluted or otherwise qualified, the Investor could lose all or part of his or her investment in the securities in this offering, and may never see positive returns.

Additional risks related to the rights of other security holders are discussed below, in Question 20.

19. Are there any differences not reflected above between the securities being offered and each other class of security of the issuer?

None

20. How could the exercise of rights held by the principal shareholders identified in Question 6 above affect the purchasers of the securities being offered?

As holders of a majority-in-interest of voting rights in the Company, **the shareholders** may make decisions with which the Investor disagrees, or that negatively affect the value of the Investor's securities in the Company, and the Investor will have no recourse to change these decisions. The Investor's interests may conflict with those of other investors, and there is no guarantee that the Company will develop in a way that is optimal for or advantageous to the Investor.

For example, **the shareholders** may change the terms of the articles of incorporation for the company, change the terms of securities issued by the Company, change the management of the Company, and even force out minority holders of securities. **The shareholders** may make changes that affect the tax treatment of the Company in ways that are unfavorable to you but favorable to them. They may also vote to engage in new offerings and/or to register certain of the Company's securities in a way that negatively affects the value of the securities the Investor owns. Other holders of securities of the Company may also have access to more information than the Investor, leaving the Investor at a disadvantage with respect to any decisions regarding the securities he or she owns.

The shareholders have the right to redeem their securities at any time. **Shareholders** could decide to force the Company to redeem their **securities** at a time that is not favorable to the Investor and is damaging to the Company. Investors' exit may affect the value of the Company and/or its viability.

In cases where the rights of holders of convertible debt, SAFES, or other outstanding options or warrants are exercised, or if new awards are granted under our equity compensation plans, an Investor's interests in the Company may be diluted. This means that the pro-rata portion of the Company represented by the Investor's securities will decrease, which could also diminish the Investor's voting and/or economic rights. In addition, as discussed above, if a majority-in-interest of holders of securities with voting rights cause the Company to issue additional stock, an Investor's interest will typically also be diluted.

21. How are the securities being offered being valued? Include examples of methods for how such securities may be valued by the issuer in the future, including during subsequent corporate actions.

The offering price for the securities offered pursuant to this Form C has been determined arbitrarily by the Company, and does not necessarily bear any relationship to the Company's book value, assets, earnings or other generally accepted valuation criteria. In determining the offering price, the Company did not employ investment banking firms or other outside organizations to make an independent appraisal or evaluation. Accordingly, the offering price should not be considered to be indicative of the actual value of the securities offered hereby.

The initial amount invested in a SAFE is determined by the investor, and we do not guarantee that the SAFE will be converted into any particular number of shares of Class-CF Common Stock. As discussed in Question 13, when we engage in an qualified offering of equity securities of the Company, Investors may receive a number of shares of Class-CF Common Stock calculated as either (i) the total value of the Investor's investment, divided by the price of the **equity securities** being issued to new Investors, or (ii) if the valuation for the company is more than the Valuation Cap, the amount invested divided by the quotient of (a) the Valuation Cap divided by (b) the total amount of the Company's capitalization at that time.

Because there will likely be no public market for our securities prior to an initial public offering or similar liquidity event, the price of the Common Stock that Investors will receive, and/or the total value of the Company's capitalization, will be determined by our board of directors. Among the factors we may consider in determining the price of Common Stock are prevailing market conditions, our financial information, market valuations of other companies that we believe to be comparable to us, estimates of our business potential, the present state of our development and other factors deemed relevant.

In the future, we will perform valuations of our capital stock that take into account, as applicable, factors such as the following:

- unrelated third party valuations;
- the price at which we sell other securities in light of the relative rights, preferences and privileges of those securities;
- our results of operations, financial position and capital resources;
- current business conditions and projections;
- the marketability or lack thereof of the securities;
- the hiring of key personnel and the experience of our management;
- the introduction of new products;
- the risk inherent in the development and expansion of our products;
- our stage of development and material risks related to our business;
- the likelihood of achieving a liquidity event, such as an initial public offering or a sale of our company given the prevailing market conditions and the nature and history of our business;
- industry trends and competitive environment;
- trends in consumer spending, including consumer confidence;
- overall economic indicators, including gross domestic product, employment, inflation and interest rates; and
- the general economic outlook.

We will analyze factors such as those described above using a combination of financial and market-based methodologies to determine our business enterprise value. For example, we may use methodologies that assume that businesses operating in the same industry will share similar characteristics and that the Company's value will correlate to those characteristics, and/or methodologies that compare transactions in similar securities issued by us that were conducted in the market.

22. What are the risks to purchasers of the securities relating to minority ownership in the issuer?

An Investor in the Company will likely hold a minority position in the Company, and thus be limited as to its ability to control or influence the governance and operations of the Company.

The marketability and value of the Investor's interest in the Company will depend upon many factors outside the control of the Investor. The Company will be managed by its officers and be governed in accordance with the strategic direction and decision-making of its Board Of Directors, and the Investor will have no independent right to name or remove an officer or member of the Board Of Directors of the Company.

Following the Investor's investment in the Company, the Company may sell interests to additional investors, which will dilute the percentage interest of the Investor in the Company. The Investor may have the opportunity to increase its investment in the Company in such a transaction, but such opportunity cannot be assured.

The amount of additional financing needed by the Company, if any, will depend upon the maturity and objectives of the Company. The declining of an opportunity or the inability of the Investor to make a follow-on investment, or the lack of an opportunity to make such a follow-on investment, may result in substantial dilution of the Investor's interest in the Company.

23. What are the risks to purchasers associated with corporate actions, including additional issuances of securities, issuer repurchases of securities, a sale of the issuer or of assets of the issuer or transactions with related parties?

Additional issuances of securities. Following the Investor's investment in the Company, the Company may sell interests to additional investors, which will dilute the percentage interest of the Investor in the Company. The Investor may have the opportunity to increase its investment in the Company in such a transaction, but such opportunity cannot be assured. The amount of additional financing needed by the Company, if any, will depend upon the maturity and objectives of the Company. The declining of an opportunity or the inability of the Investor to make a follow-on investment, or the lack of an opportunity to make such a follow-on investment, may result in substantial dilution of the Investor's interest in the Company.

Issuer repurchases of securities. The Company may have authority to repurchase its securities from shareholders, which may serve to decrease any liquidity in the market for such securities, decrease the percentage interests held by other similarly situated investors to the Investor, and create pressure on the Investor to sell its securities to the Company concurrently.

A sale of the issuer or of assets of the issuer. As a minority owner of the Company, the Investor will have limited or no ability to influence a potential sale of the Company or a substantial portion of its assets. Thus, the Investor will rely upon the executive management of the Company and the Board of Directors of the Company to manage the Company so as to maximize value for shareholders. Accordingly, the success of the Investor's investment in the Company will depend in large part upon the skill and expertise of the executive management of the Company and the Board of Directors of the Company. If the Board Of Directors of the Company authorizes a sale of all or a part of the Company, or a disposition of a substantial portion of the Company's assets, there can be no guarantee that the value received by the Investor, together with the fair market estimate of the value remaining in the Company, will be equal to or exceed the value of the Investor's initial investment in the Company.

Transactions with related parties. The Investor should be aware that there will be occasions when the Company may encounter potential conflicts of interest in its operations. On any issue involving conflicts of interest, the executive management and Board of Directors of the Company will be guided by their good faith judgement as to the Company's best interests. The Company may engage in transactions with affiliates, subsidiaries or other related parties, which may be on terms which are not arm's-length, but will be in all cases consistent with the duties of the management of the Company to its shareholders. By acquiring an interest in the Company, the Investor will be deemed to have acknowledged the existence of any such actual or potential conflicts of interest and to have waived any claim with respect to any liability arising from the existence of any such conflict of interest.

24. Describe the material terms of any indebtedness of the issuer:

Convertible Note

Issue date	12/30/18
Amount	\$534,447.00
Interest rate	5.5% per annum
Discount rate	0.0%
Uncapped Note	Yes
Maturity date	12/31/19

Convertible note issued by Bandlink Pty Ltd. Vampr Inc is not liable for the convertible note.

25. What other exempt offerings has the issuer conducted within the past three years?

Offering Date	Exemption Regulation Crowdfunding	Security Type	Amount Sold	Use of Proceeds
		SAFE	\$1,500	General operations
12/2016	Other	Common stock	\$332,657	General operations
12/2018	Other	Convertible Note	\$534,447	General operations

26. Was or is the issuer or any entities controlled by or under common control with the issuer a party to any transaction since the beginning of the issuer's last fiscal year, or any currently proposed transaction, where the amount involved exceeds five percent of the aggregate amount of capital raised by the issuer in reliance on Section 4(a)(5) of the Securities Act during the preceding 12- month period, including the amount the issuer seeks to raise in the current offering, in which any of the following persons had or is to have a direct or indirect material interest:

1. any director or officer of the issuer;
2. any person who is, as of the most recent practicable date, the beneficial owner of 20 percent or more of the issuer's outstanding voting equity securities, calculated on the basis of voting power;
3. if the issuer was incorporated or organized within the past three years, any promoter of the issuer;
4. or (4) any immediate family member of any of the foregoing persons.

☒ Yes
☐ No

For each transaction specify the person, relationship to issuer, nature of interest in transaction, and amount of interest.

Name	Bandlink Pty Ltd
Amount Invested	\$0.00
Transaction type	Other
Issue date	05/03/19
Relationship	Parent company

The company entered into an advisory services agreement with Bandlink Pty Ltd on May 3, 2019 under which Bandlink would provide strategic and advisory services in exchange for payments of \$17,500 per month

Name	Bandlink Pty Ltd
Amount Invested	\$0.00

Transaction type	Other
Issue date	05/02/19
Relationship	Parent company

The company entered into an IP acquisition agreement with Bandlink Pty Ltd on May 2, 2019 under which the company acquired all of the intellectual property for Vampr in exchange for 425,172 shares of the company's Common Stock.

FINANCIAL CONDITION OF THE ISSUER

27. Does the issuer have an operating history?

- ☒ Yes
☐ No

28. Describe the financial condition of the issuer, including, to the extent material, liquidity, capital resources and historical results of operations.

Management's Discussion and Analysis of Financial Condition and Results of Operations

You should read the following discussion and analysis of our financial condition and results of operations together with our financial statements and the related notes and other financial information included elsewhere in this offering. Some of the information contained in this discussion and analysis, including information regarding the strategy and plans for our business, includes forward-looking statements that involve risks and uncertainties. You should review the "Risk Factors" section for a discussion of important factors that could cause actual results to differ materially from the results described in or implied by the forward-looking statements contained in the following discussion and analysis.

Overview

Vampr is a location-based social and professional mobile platform (the "Vampr App") which facilitates music discovery, networking, and communication between musicians, music industry professionals, and music fans. The Vampr App is available worldwide in nine languages.

Vampr was first organized as a limited liability company in Delaware on December 8, 2016 and reorganized as a Delaware corporation on May 2, 2019 in anticipation of this offering. Prior to May 2, 2019, operations were conducted by the Vampr group of companies, including Vampr LLC, as well as Vampr Pty Ltd and Bandlink Pty Ltd in Australia, which were organized in May 2015. Those entities undertook significant efforts developing the brand, Vampr App, and other intellectual property. As of May 2, 2019, all assets and operations have been transferred to Vampr Inc. While Bandlink Pty Ltd will continue to be an owner of Vampr Inc., Vampr Pty Ltd is no longer involved with any operations related to the Vampr App. As such, all future revenues and value generated by the company will occur within Vampr Inc. The reorganization and conversion was overseen by Australian and US counsel, and the financial statements have been retroactively consolidated. Additionally, documentation of the reorganization and conversion was reviewed as part of a due diligence report produced by CrowdCheck.

Who We Are and Mission

Vampr was co-created by Josh Simons and Barry Palmer, both accomplished musicians frustrated by the industry's outdated networking model. Pitched as Tinder meets LinkedIn for musicians, Vampr brings together the music industry's global talent, from guitarists to sound engineers, to booking agents and label representatives. Vampr was built for all parties in the music ecosystem, wherever they are in the world. Moving forward Vampr will seek to extend this service by expanding the platform to cover personnel in all other creative fields, from filmmakers to fashion designers.

Our Current Products and Market

The world's one billion casual musicians and aspiring music professionals spend \$45 billion per year on personal development to advance their careers (extrapolated from various census polls between 2010-2018). Still, who you know ends up being the most critical element for advancing a music career. That is where Vampr fits in.

Vampr has made connecting easier through the Vampr App. The Vampr App allows music professionals to search for and discover potential collaborators, preview their skills and see common interests. From there a user will swipe their preference, connect, and start a potential collaboration.

The Vampr App is available for download from the Apple App Store and Google Play. Since the Version 2 release in July 2017, we have seen over 450,000 users sign up for the Vampr App. We have also generated active users in 198 countries, making us a true global mobile platform.

Our revenue is currently derived from our "freemium" product model. Users are able to sign up at no cost, but are presented with contextual ads and promoted content. Our Premium product is currently in development and we anticipate launch within 9 months of closing this raise. With this product, users will pay \$4.99 per month and receive premium lead generation tools, increased profile visibility, the ability to have a verified account, and additional hosting space.

User Experience

The Vampr App relies on a robust backend and frontend code base, which allows it to be operational at all times. The Vampr App is functionless during any outages or down time, and is something we want to avoid. While any significant outage is possible and would negatively impact the company, historically, the Vampr App has grown to become far more stable in the past two years. In our recent review covering the period from February 13, 2019 to May 13, 2019, our Apple compatible version demonstrated 99.43% crash-free users, with 99.94% crash-free sessions. Our Android compatible version demonstrated 98.45% crash-free users and 99.71% crash-free sessions.

Historical Results of Operations

Our company was organized in December 2016 and has limited operations upon which prospective investors may base an evaluation of its performance.

- **Revenues & Gross Margin.** For the period ended December 31, 2018, the Company had revenues of \$129,315 compared to the year ended December 31, 2017, when the Company had revenues of \$31,128. Our gross margin was 46.33% in fiscal year 2018, compared to -1.69% in 2017.
- **Assets.** As of December 31, 2018, the Company had total assets of \$293,860, including \$28,282 in cash. As of December 31, 2017, the Company had \$342,985 in total assets, including \$76,360 in cash.
- **Net Loss.** The Company has had net losses of \$268,427 and net losses of \$253,682 for the fiscal years ended December 31, 2018 and December 31, 2017, respectively.
- **Liabilities.** The Company's liabilities totaled \$600,995 for the fiscal year ended December 31, 2018 and \$66,548 for the fiscal year ended December 31, 2017.

Our 2018 net revenues were \$129,315 compared with 2017 net revenues of \$31,128, while our cost of net revenues totaled \$69,403, and \$31,6543, respectively. As a result, gross profit for 2018 was \$59,912 compared to a gross loss of \$525 in 2017. The increased revenues resulted from our increased user base and corresponding ad revenue. In our cost of net revenues, we include server and other app maintenance expenses. These costs increased between 2017 and 2018 along with our user growth.

We also incur operating expenses that consist of general & administrative expenses, and sales & marketing expenses. For 2018, our total operating expenses amounted to \$298,095, compared to \$240,834 in 2017. Amortization charges on software developed by the company is included as part of our general & administrative expenses. These costs amounted to \$144,655 and \$89,233 for 2018 and 2017, respectively.

administrative expenses. These costs amounted to \$241,000 and \$60,200 for 2018 and 2017, respectively.

As a result of the foregoing, our net loss for 2018 was \$268,427, compared to \$253,682 in 2017.

We also have intangible assets in the form of developed software for the App, which was valued at \$194,067 at December 31, 2018 and \$261,942 at December 31, 2017.

Related Party Transaction

Refer to Question 26 of this Form C for disclosure of all related party transactions.

Liquidity & Capital Resources

To-date, the company has been financed with \$332,657 in equity and \$534,447 in convertibles.

After the conclusion of this Offering, should we hit our minimum funding target, our projected runway is 6 months before we need to raise further capital.

We plan to use the proceeds as set forth in this Form C under "Use of Funds". We don't have any other sources of capital in the immediate future.

We will likely require additional financing in excess of the proceeds from the Offering in order to perform operations over the lifetime of the Company. We plan to raise capital in 6 months. Except as otherwise described in this Form C, we do not have additional sources of capital other than the proceeds from the offering. Because of the complexities and uncertainties in establishing a new business strategy, it is not possible to adequately project whether the proceeds of this offering will be sufficient to enable us to implement our strategy. This complexity and uncertainty will be increased if less than the maximum amount of securities offered in this offering is sold. The Company intends to raise additional capital in the future from investors. Although capital may be available for early-stage companies, there is no guarantee that the Company will receive any investments from investors.

Runway & Short/Mid Term Expenses

Vampr Inc. cash in hand is \$21,045.01, as of June 2019. Over the last three months, revenues have averaged \$10,000/month, cost of goods sold has averaged \$5,800/month, and operational expenses have averaged \$25,000/month, for an average burn rate of \$20,800 per month. Our intent is to be profitable in 15 months.

Expenses have been minimized over the first few months of 2019 as we prepared for our Regulation Crowdfunding offering. Additionally, the company has effected a consolidation into a single Delaware corporation as of May 2, 2019.

Expenses will increase following the receipt of capital in this offering to support development of the Premium product. Should we require additional funding, we will seek funding from private investors or the company's parent.

To date, the company has been financed by its affiliate and current 100% owner, Bandlink Pty Ltd. Financing has come from the sale of convertible promissory notes by Bandlink Pty Ltd, which financed initial development of the App. These promissory notes are not liabilities of the company, but rather that of Bandlink Pty Ltd.

In addition to this current offering under Regulation Crowdfunding, we may seek out additional funding from private investors to meet the company's cash flow requirements. No private investors have been identified as of the date of this Form C.

Plan of Operations

We believe that raising the minimum funds in this offering will allow the company to move forward with developing our Premium product in 2019. Should we only raise the minimum, we may be required to seek additional capital if any complications arise during development.

As of March 31, 2019, the company has only 1 full-time employee. All other full-time team members are currently engaged as contractors, and we will continue to operate in this fashion until revenues are sufficient to sustain a dedicated team. Our current team consists of 1 fulltime iOS developer, 1 fulltime Android developer, 1 fulltime backend developer, a full time project manager/CTO, a part time QA tester, a fulltime Head of Growth, and our management group of Russell Colman as Treasurer, Barry Palmer as Director and Josh Simons as CEO, President and Secretary.

In the first month following raising the maximum amount we are seeking, we intend to bring on an additional iOS developer, Android developer, backend developer, and two sales staff. Additionally, we intend to move our QA tester into a fulltime position and double our marketing, allowing us to develop and release our Premium product and begin to realize revenues from that product.

As we move forward with the Premium product, we expect operational costs to increase as the userbase for the free version of the App continues to grow. We will also incur additional advisory expenses payable to Bandlink Pty Ltd equal to \$17,500/month.

Trend Information

Funding Vampr's Growth to Date and Valuation

As a location-based social and professional mobile platform, our success depends on our user growth. As such, we assess our valuation based on our user growth and total sign-ups. Previous investors in the Vampr group of companies have supported this method of determining valuation as well, with total investments of approximately \$900,000. To date, investors in Vampr have been drawn from the tech angel investor community and music industry executives in Australia and United Kingdom. Over the period from June 2016 to July 2017, these early stage investors came in at a company valuation of approximately \$2.5 million, on a post-money basis. With that initial outside investment, we have expanded marketing and development of the Vampr App. As a result, user numbers have grown rapidly, as shown in our chart titled "Vampr company value and user numbers over time". In subsequent fundraising rounds, we have seen previous investors expand their investment in the Vampr group of companies as progressively higher valuations, most recently in December 2017 at a valuation of \$4.2 million on a post-money basis.

Since that last investment Vampr user numbers have increased from fewer than 100,000 to nearly 450,000. We believe we are poised for additional user growth as we continue marketing and making the Vampr App ubiquitous among fledgling creatives. For this offering under Regulation Crowdfunding, we have established a valuation cap of \$7.5 million. While a valuation cap is not a current valuation, it does express management's current understanding of the approximate value of the company.

FINANCIAL INFORMATION

29. Include financial statements covering the two most recently completed fiscal years or the period(s) since inception, if shorter:

Refer to [Appendix C, Financial Statements](#)

STAKEHOLDER FLUIDITY

30. With respect to the issuer, any predecessor of the issuer, any affiliated issuer, any director, officer, general partner or managing member of the issuer, any beneficial owner of 20 percent or more of the issuer's outstanding voting equity securities, any promoter connected with the issuer in any capacity at the time of such sale, any person that has been or will be paid (directly or indirectly) remuneration for solicitation of purchasers in connection with such sale of securities, or any general partner, director, officer or managing member of any such solicitor, prior to May 16, 2016:

i. In connection with the purchase or sale of any security? ☐ Yes ☒ No

ii. Involving the making of any false filing with the Commission? ☐ Yes ☒ No

iii. arising out of the conduct of the business of an underwriter, broker, dealer, municipal securities dealer, investment adviser, funding portal or paid solicitor of purchasers of securities? ☐ Yes ☒ No

i. In connection with the purchase or sale of any security? ☐ Yes ☒ No

ii. Involving the making of any false filing with the Commission? ☐ Yes ☒ No

iii. Arising out of the conduct of the business of an underwriter, broker, dealer, municipal securities dealer, investment adviser, funding portal or paid solicitor of purchasers of securities? ☐ Yes ☒ No

i. at the time of the filing of this offering statement bars the person from:

A. association with an entity regulated by such commission, authority, agency or officer? ☐ Yes ☒ No

B. engaging in the business of securities, insurance or banking? ☐ Yes ☒ No

C. engaging in savings association or credit union activities? ☐ Yes ☒ No

ii. constitutes a final order based on a violation of any law or regulation that prohibits fraudulent, manipulative or deceptive conduct and for which the order was entered within the 10-year period ending on the date of the filing of this offering statement? ☐ Yes ☒ No

i. suspends or revokes such person's registration as a broker, dealer, municipal securities dealer, investment adviser or funding portal? ☐ Yes ☒ No

ii. places limitations on the activities, functions or operations of such person? ☐ Yes ☒ No

iii. bars such person from being associated with any entity or from participating in the offering of any penny stock? ☐ Yes ☒ No

i. Any scientist-based anti-fraud provision of the federal securities laws, including without limitation Section 17(a)(1) of the Securities Act, Section 10(b) of the Exchange Act, Section 15(c)(1) of the Exchange Act and Section 206(1) of the Investment Advisers Act of 1940 or any other rule or regulation thereunder? ☐ Yes ☒ No

☐ Yes ☒ No☐ Yes ☒ No☐ Yes ☒ No

If you would have answered "Yes" to any of these questions had the conviction, order, judgment, decree, suspension, expulsion or bar occurred or been issued after May 16, 2016, then you are NOT eligible to rely on this exemption under Section 4(a)(6) of the Securities Act.

31. In addition to the information expressly required to be included in this Form, include:

- (1) any other material information presented to investors; and
- (2) such further material information, if any, as may be necessary to make the required statements, in the light of the circumstances under which they are made, not misleading.

All information presented to investors hosted on Wefunder.com is available in Appendix A: Business Description & Plan.

32. The issuer will file a report electronically with the Securities & Exchange Commission annually and post the report on its website, no later than

120 days after the end of each fiscal year covered by the report.

<http://www.vampr.me/investors>

The issuer must continue to comply with the ongoing reporting requirements until:

1. the issuer is required to file reports under Exchange Act Sections 13(a) or 15(d);
2. the issuer has filed at least one annual report and has fewer than 300 holders of record;

3. the issuer has filed at least three annual reports and has total assets that do not exceed \$10 million;
4. the issuer or another party purchases or repurchases all of the securities issued pursuant to Section 4(a)(6), including any payment in full of debt securities or any complete redemption of redeemable securities; or the issuer liquidates or dissolves in accordance with state law.

APPENDICES

[Appendix A: Business Description & Plan](#)

[Appendix B: Investor Contracts](#)

[Vampr Early Bird SAFE](#)
[Vampr SAFE](#)

[Appendix C: Financial Statements](#)

[Financials 1](#)

[Appendix D: Director & Officer Work History](#)

[Barry Palmer](#)
[Joshua Simons](#)
[Russell Colman](#)

[Appendix E: Supporting Documents](#)



About us

[Our Profile](#)
[Jobs](#)
[Press](#)
[Blog](#)
[Charter](#)

Investors

[Getting Started](#)
[Risks](#)
[Earning Returns](#)
[Funds](#)
[Give/Get \\$1000](#)

Founders

[Raise Funding](#)
[FAQ](#)
[Legal Primer](#)
[Deals](#)
[Fundraising Playbook](#)

Say Hello

hello@wefunder.com
[Twitter](#)
[Facebook](#)
[Instagram](#)
[SF / Boston](#)

Wefunder, Inc. runs [wefunder.com](#) and is the parent company of [Wefunder Advisors LLC](#) and [Wefunder Portal LLC](#). Wefunder Advisors is an exempt reporting adviser that advises SPVs used in Reg D offerings. Wefunder Portal is a funding portal (CFD #287503) that operates sections of [wefunder.com](#) where some Reg Crowdfunding offerings are made. Wefunder, Inc. operates sections of [wefunder.com](#) where some Reg A offerings are made. Wefunder, Inc. is not regulated as either a broker-dealer or funding portal and is not a member of FINRA. By using [wefunder.com](#), you accept our [Terms & Privacy Policy](#). If investing, you accept our [Investor Agreement](#). You may also view our [Privacy Notice](#).